



January 27, 2010

**VIA EMAIL**

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**Re: Ski Market, Ltd., Inc.**

Ladies and Gentlemen:

In accordance with Notice of Intended (A) Sale of Substantially All Assets Used and Useful in the Operation of the Debtor's Business and (B) Assumption and Assignment of Certain Unexpired Leases (the "Notice of Sale"), on behalf of a joint venture between SB Capital Group, LLC and Tiger Capital Group, LLC, as Agent, we submit the attached Agency Agreement by and between the Agent, The Ski Market, Ltd., Inc., as Merchant, dated as of January 27, 2010

(the "Agency Agreement"). The Agency Agreement is blacklined against the draft provided by Debtor's counsel.

We wish to emphasize that the Agency Agreement contemplates the sale of the inventory and the fixtures in all of the Stores. Therefore, by its terms, the agreement leaves the value of the remaining assets to the estate. In addition, Agent would be prepared to discuss modifying the Agency Agreement to apply to those Stores which are not sold as going concerns.

SB Capital Group, LLC and Tiger Capital Group, LLC are nationally known liquidators which, among other things, specialize in transactions as contemplated by the Agency Agreement. We are well known to counsel to the Creditors Committee. To the extent necessary, we can provide a letter from our bank confirming our capability to perform the transaction contemplated.

The transaction contemplated by the Agency Agreement is not subject to any financing contingencies or further due diligence. The Agent is prepared to close the transaction one business day after the entry of the Approval Order as defined in the Agency Agreement or February 6, 2010. The proposal is irrevocable until the conclusion of the hearing on February 5, 2010. We have wire transferred a deposit of \$100,000 as required by the Notice of Sale.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Thomas Mitchell  
SB Capital Group, LLC